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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended March 31, 1992

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from _____ to _____

Commission File Number 33-5009

MAY 18 1992

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HADSON PETROLEUM (USA)

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**73-1269993** (IRS Employer Identification No.)
101 Park Avenue, Suite 1400 Oklahoma City, Oklahoma (Address of principal executive office)	**73102** (Zip Code)

Registrant's telephone number, including area code: **(405) 235-9531**

NONE

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES_X_ NO___.

1,000 shares of common stock $1.00 par value, issued and outstanding at May 10, 1992.

THE REGISTRANT MEETS THE CONDITIONS SET FORTH IN GENERAL INSTRUCTION H(1)(A) AND (B) OF FORM 10-Q AND IS THEREFORE FILING THIS FORM WITH THE REDUCED DISCLOSURE FORMAT.

BEST COPY AVAILABLE

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HADSON PETROLEUM (USA), INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(dollars in thousands)

ASSETS

	March 31, 1992 (unaudited)	December 31, 1991
CURRENT ASSETS		
Cash and cash equivalents	$ 1,400	$ 1,481
Accounts receivable, net	2,510	3,052
Inventory and other	226	196
Total current assets	4,136	4,729
PROPERTY AND EQUIPMENT, at cost, based on full cost accounting	143,544	142,325
Less accumulated depreciation, depletion and amortization	(95,806)	(94,885)
	47,738	47,440
	$51,874	$ 52,169

LIABILITIES AND STOCKHOLDER'S EQUITY

CURRENT LIABILITIES		
Accounts payable and other	$ 2,503	$ 1,984
Royalties payable	1,629	1,531
Interest payable and other	138	345
Total current liabilities	4,270	3,860
NOTE PAYABLE TO AFFILIATE	8,987	19,575
LONG-TERM DEBT	8,082	8,105
DEFERRED TAXES PAYABLE	1,616	1,633
	22,955	33,173
STOCKHOLDER'S EQUITY		
Common stock, par value $1.00; 1,000 shares authorized, issued and outstanding	1	1
Additional paid-in capital	30,637	20,637
Accumulated deficit	(1,719)	(1,642)
	28,919	18,996
	$51,874	$ 52,169

See accompanying notes to consolidated financial statements

HADSON PETROLEUM (USA), INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS (unaudited)
(In thousands)

	Three Months Ended March 31,	
	1992	1991
REVENUES		
Oil and gas sales	$ 3,843	$ 3,988
Interest and other income	60	80
	3,903	4,068
EXPENSES		
Operating costs	1,544	1,468
Depreciation, depletion and amortization	1,650	1,644
General and administrative	485	322
Interest	322	678
	4,091	4,112
Net loss before income taxes	(98)	(44)
Income tax benefit	(21)	(10)
NET LOSS	$ (77)	$ (34)

See accompanying notes to consolidated financial statements.

HADSON PETROLEUM (USA), INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)
(In thousands)

	Three Months Ended March 31,	
	1992	1991
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (77)	$ (34)
Items not affecting cash flows:		
Depreciation, depletion and amortization	1,650	1,644
Deferred income taxes	(17)	(9)
Accretion of note premium	(23)	–
	1,533	1,601
Accruals of operating cash receipts and payments	13	133
	1,546	1,734
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(1,617)	(1,298)
Acquisition of Baruch-Foster Corporation, net of cash acquired	–	(380)
Proceeds from sale of assets	28	–
Change in working capital other than cash	550	(1,582)
	(1,039)	(3,260)
CASH FLOWS FROM FINANCING ACTIVITIES		
Change in amounts due from affiliate	(10,588)	5,281
Repayments of borrowings	–	(4,935)
Capitalization of intercompany debt	10,000	–
	(588)	346
Net decrease in cash and cash equivalents	(81)	(1,180)
Cash and cash equivalents, beginning of period	1,481	3,759
Cash and cash equivalents, end of period	$ 1,400	$ 2,579
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Interest paid	$ 551	$ 426
Income taxes paid (net of refunds)	(30)	2
	$ 521	$ 428

See accompanying notes to consolidated financial statements.

HADSON PETROLEUM (USA), INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (unaudited)
March 31, 1992

Note 1 – Accounting Principles

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q as prescribed by the Securities and Exchange Commission. All material adjustments which, in the opinion of management, were necessary for a fair presentation of the results for the interim periods have been reflected. The results of operations for the three month period ended March 31, 1992 are not necessarily indicative of the results to be expected for the full year.

HADSON PETROLEUM (USA), INC. AND SUBSIDIARIES
MANAGEMENT'S NARRATIVE ANALYSIS
OF THE RESULTS OF OPERATIONS

Revenues from oil and gas sales decreased 4% for the three months ended March 31, 1992 as compared to the same period one year ago. This decrease is attributable primarily to lower oil prices being received by the Company. Production volumes and average product prices for the three months ended March 31, 1992 and 1991 are as follows:

	Three Months Ended March 31,	
	1992	1991
Oil:		
Volume (Bbls)	116,000	114,000
Average price (per Bbl)	$17.93	$21.44
Natural gas:		
Volume (Mcf)	1,177,000	1,085,000
Average price (per Mcf)	$1.49	$1.42

Production costs increased 5% for the three months of 1992 versus the three months of 1991 due to the continued aggressive exploitation of the asset base.

Depreciation, depletion and amortization was $1,650,000 which approximated the amount for 1991.

General and administrative expenses increased to $485,000 for the three months of 1992 from $322,000 in the three months of 1991. This is principally a result of an increase in the amount of personnel related costs.

Interest expense for the three months ended March 31, 1992 was 53% lower than the comparable period of 1991 due to lower average outstanding debt balances resulting from the recapitalization of $10 million of debt with the Company's parent, Hadson Energy Resources Corporation.

HADSON PETROLEUM (USA), INC. AND SUBSIDIARIES
PART II. OTHER INFORMATION

Item 1 -- None

Item 2 -- None

Item 3 -- None

Item 4 -- None

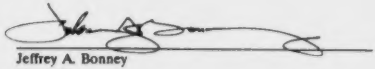
Item 5 -- None

Item 6 -- None

HADSON PETROLEUM (USA), INC. AND SUBSIDIARIES
SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HADSON PETROLEUM (USA), INC.
(Registrant)



Date May 14, 1992

Jeffrey A. Bonney
Controller